

Specifically, the Exchange notes that while CBOE would cease to administer an arbitration program, TPHs, associated persons, and their customers would still have an effective forum in which to arbitrate their disputes, claims, or controversies (*i.e.*, TPHs, associated persons, and their customers would still have the availability of an arbitration program; it would just be FINRA's program in lieu of CBOE's). The Exchange believes that FINRA maintains a robust dispute resolution system that provides a clear framework to handle arbitrations in a manner that is designed to prevent fraudulent and manipulative acts and practices and promotes the protection of investors and the public interest.

#### *B. Self-Regulatory Organization's Statement on Burden on Competition*

CBOE does not believe that the proposed rule change would impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act. CBOE believes that the proposed rule change is not designed to address any competitive issues. Rather, CBOE believes that the proposed rule change is designed to facilitate the transition of the Exchange's arbitration forum to FINRA's pursuant to the RSA and streamline the arbitration process and provide for a unified and efficient arbitration forum with one set of arbitration rules and administrative procedures for all cases filed after the Effective Date. Additionally, CBOE believes that the proposed rule change would provide greater harmonization between the Exchange Rules and FINRA Rules of similar purpose, resulting in less burdensome and more efficient regulatory compliance for Dual Members.

#### *C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received From Members, Participants, or Others*

The Exchange neither solicited nor received comments on the proposed rule change.

### **III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action**

Because the proposed rule change does not: (i) Significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; and (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, it has become effective pursuant to Section

19(b)(3)(A) of the Act<sup>10</sup> and Rule 19b-4(f)(6)<sup>11</sup> thereunder.

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings under Section 19(b)(2)(B) of the Act<sup>12</sup> to determine whether the proposed rule change should be approved or disapproved.

### **IV. Solicitation of Comments**

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

#### *Electronic Comments*

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an email to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number SR-CBOE-2015-037 on the subject line.

#### *Paper Comments*

- Send paper comments in triplicate to Secretary, Securities and Exchange Commission, 100 F Street NE., Washington, DC 20549-1090.
- All submissions should refer to File Number SR-CBOE-2015-037. This file number should be included on the subject line if email is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site at <http://www.sec.gov/rules/sro.shtml>. Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the

<sup>10</sup> 15 U.S.C. 78s(b)(3)(A).

<sup>11</sup> 17 CFR 240.19b-4(f)(6). Rule 19b-4(f)(6) requires a self-regulatory organization to give the Commission written notice of its intent to file the proposed rule change at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission. The Exchange has satisfied this requirement.

<sup>12</sup> 15 U.S.C. 78s(b)(2)(B).

public in accordance with the provisions of 5 U.S.C. 552, will be available for Web site viewing and printing in the Commission's Public Reference Room, 100 F Street NE., Washington, DC 20549-1090 on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-CBOE-2015-037 and should be submitted on or before May 4, 2015.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>13</sup>

**Brent J. Fields,**

*Secretary.*

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## **SECURITIES AND EXCHANGE COMMISSION**

**[Release No. 34-74664; File No. SR-EDGX-2015-15]**

### **Self-Regulatory Organizations; EDGX Exchange, Inc.; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend Rules 11.8, 11.9, 11.10, 11.11, and 11.16 Regarding the Limit Up-Limit Down Plan**

April 7, 2015.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the "Act"),<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on March 26, 2015, EDGX Exchange, Inc. (the "Exchange" or "EDGX") filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I and II below, which Items have been prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

#### **I. Self-Regulatory Organization's Statement of the Terms of the Substance of the Proposed Rule Change**

The Exchange filed a proposal to amend Rules 11.8, 11.9, 11.10, 11.11, and 11.16, in order to conform Exchange Rules to the rules of BATS Exchange, Inc. ("BZX") and BATS Y-Exchange,

<sup>13</sup> 17 CFR 200.30-3(a)(12).

<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

Inc. (“BYX”) as they relate to the Plan to Address Extraordinary Market Volatility Pursuant to Rule 608 of Regulation NMS under the Act (the “Limit Up-Limit Down Plan” or “Plan”).<sup>3</sup>

The text of the proposed rule change is available at the Exchange’s Web site at [www.batstrading.com](http://www.batstrading.com), at the principal office of the Exchange, and at the Commission’s Public Reference Room.

## II. Self-Regulatory Organization’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the Exchange included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in Sections A, B, and C below, of the most significant parts of such statements.

### A. Self-Regulatory Organization’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

#### 1. Purpose

The Exchange proposes to restructure and amend various Exchange Rules related to the applicability of the Plan in order to make the Exchange’s Rules identical to the corresponding rules on BZX and BYX, as further described below. In early 2014, the Exchange and its affiliate, EDGA Exchange, Inc. (“EDGA”), received approval to effect a merger (the “Merger”) of the Exchange’s parent company, Direct Edge Holdings LLC, with BATS Global Markets, Inc., the parent of BZX and BYX (together with BZX, EDGA, and EDGX, the “BGM Affiliated Exchanges”).<sup>4</sup> In the context of the Merger, the BGM Affiliated Exchanges are working to align certain system and regulatory functionality, retaining only intended differences between the BGM Affiliated Exchanges. Thus, the proposal set forth below is intended to amend Rules 11.8, 11.9, 11.10, 11.11, and 11.16 to make such

<sup>3</sup> See BZX and BYX Rules 11.18(e). See Securities Exchange Act Release Nos. 69084 (March 8, 2013), 77 FR 16334 (March 14, 2013) (SR-BATS-2013-015) [sic]; and 69088 (March 8, 2013), 77 FR 16308 (March 14, 2013) (SR-BYX-2013-010). See also Securities Exchange Act Release No. 67091 (May 31, 2012), 77 FR 33498 (June 6, 2012) (the “Limit Up-Limit Down Release”).

<sup>4</sup> See Securities Exchange Act Release No. 71449 (January 30, 2014), 79 FR 6961 (February 5, 2014) (SR-EDGX-2013-043; SR-EDGA-2013-034).

Rules identical to corresponding rules on BZX and BYX related to the Plan. The Exchange does not propose to alter its current system functionality with regard to compliance with the Plan set forth under current Exchange Rules.<sup>5</sup> Rather, the proposed rule change is designed to provide a consistent rule set across each of the BGM Affiliated Exchanges.<sup>6</sup>

#### Background

The Plan is designed to prevent trades in individual NMS Stocks from occurring outside of specified Price Bands.<sup>7</sup> As described more fully below, the requirements of the Plan are coupled with Trading Pauses to accommodate more fundamental price moves (as opposed to erroneous trades or momentary gaps in liquidity). All trading centers in NMS Stocks, including both those operated by Participants and those operated by members of Participants, are required to establish, maintain, and enforce written policies and procedures that are reasonably designed to comply with the requirements specified in the Plan.<sup>8</sup> As set forth in more detail in the Plan, Price Bands consisting of a Lower Price Band and an Upper Price Band for each NMS Stock are calculated by the Processors.<sup>9</sup> When the National Best Bid (Offer) is below (above) the Lower (Upper) Price Band, the Processors shall disseminate such National Best Bid (Offer) with an appropriate flag identifying it as non-executable. When the National Best Bid (Offer) is equal to the Upper (Lower) Price Band, the Processors shall distribute such National Best Bid (Offer) with an appropriate flag identifying it as a Limit State Quotation.<sup>10</sup> All trading centers in NMS Stocks must maintain written policies and procedures that are reasonably designed to prevent the display of offers below the Lower Price Band and bids above the Upper Price Band for NMS Stocks. Notwithstanding this requirement, the Processor shall display an offer below the Lower Price Band or a bid above the Upper Price Band, but with a flag that it is non-

<sup>5</sup> See Securities Exchange Act Release Nos. 69002 (February 27, 2013), 78 FR 14394 (March 5, 2013) (SR-EDGA-2013-08); and 69003 (February 27, 2013), 78 FR 14380 (March 5, 2013) (SR-EDGX-2013-08).

<sup>6</sup> See BZX and BYX Rules 11.18(e). The Exchange notes that EDGA intends to file a proposal very similar to this proposal that will align the rules related to the Plan across each of the BGM Affiliated Exchanges.

<sup>7</sup> Unless otherwise specified, capitalized terms used in this rule filing are based on the defined terms of the Plan.

<sup>8</sup> The Exchange is a Participant in the Plan.

<sup>9</sup> See Section (V)(A) of the Plan.

<sup>10</sup> See Section VI(A) of the Plan.

executable. Such bids or offers shall not be included in the National Best Bid (“NBB”) or National Best Offer (“NBO”) calculations.<sup>11</sup>

Trading in an NMS Stock immediately enters a Limit State if the National Best Offer (Bid) equals but does not cross the Lower (Upper) Price Band.<sup>12</sup> Trading for an NMS stock exits a Limit State if, within 15 seconds of entering the Limit State, all Limit State Quotations were executed or canceled in their entirety. If the market does not exit a Limit State within 15 seconds, then the Primary Listing Exchange would declare a five-minute Trading Pause pursuant to Section VII of the Limit Up-Limit Down Plan, which would be applicable to all markets trading the security.<sup>13</sup> In addition, the Plan defines a Straddle State as when the National Best Bid (Offer) is below (above) the Lower (Upper) Price Band and the NMS Stock is not in a Limit State. For example, assume the Lower Price Band for an NMS Stock is \$9.50 and the Upper Price Band is \$10.50, such NMS stock would be in a Straddle State if the National Best Bid were below \$9.50, and therefore non-executable, and the National Best Offer were above \$9.50 (including a National Best Offer that could be above \$10.50). If an NMS Stock is in a Straddle State and trading in that stock deviates from normal trading characteristics, the Primary Listing Exchange may declare a Trading Pause for that NMS Stock.

#### Proposed Amendment to Rule 11.9

Currently, Rule 11.9(a)(8) describes the priority of orders that are re-priced and displayed in accordance with the Plan. The Exchange is proposing to delete this clause and to include this information in Rule 11.16(e)(5) in order to adopt a consistent rule set as between the Exchange and the other BGM Affiliated Exchanges. The proposed rule text for Exchange Rule 11.16(e)(5) is directly based on BZX and BYX Rule 11.18(e)(5), and is described in greater detail below. The Exchange is not proposing to alter the priority handling of orders that are re-priced and displayed in accordance with the Plan, but rather, is proposing to adopt rule text that is identical to that of its affiliated exchanges to reduce potential confusion.

<sup>11</sup> See Section VI(A)(3) of the Plan.

<sup>12</sup> See Section VI(B)(1) of the Plan.

<sup>13</sup> The primary listing market would declare a trading pause in an NMS Stock; upon notification by the primary listing market, the Processor would disseminate this information to the public. No trades in that NMS Stock could occur during the trading pause, but all bids and offers may be displayed. See Section VII(A) of the Plan.

## Proposed Amendment to Rule 11.10

In sum, Rule 11.10(a)(3) sets forth the general rule that no executions shall occur outside the Price Bands during Regular Trading Hours. The Exchange proposes to amend Rule 11.10(a)(3) to further state that the Exchange's procedures for handling executing, re-pricing and displaying orders in connection with the Plan are further described in proposed Rule 11.16(e), which is discussed below.

Current Rule 11.10(a)(3)(A) discusses how an order priced within the Price Bands may be executed or posted to the EDGX Book. Current Rule 11.10(a)(3)(B) explains how the Exchange will re-price an order that is priced outside of the Price Bands. The Exchange proposes to delete Rules 11.10(a)(3)(A) and (B) and replace them with Rule 11.16(e)(5). The proposed rule text for Exchange Rule 11.16(e)(5) is directly based on BZX and BYX Rule 11.18(e)(5) and is described more fully below. The Exchange is not proposing to alter the handling and re-pricing of orders that [sic] under the Plan, but rather, is proposing to adopt rule text that is identical to that of its affiliated exchanges to reduce potential confusion.

The Exchange also proposes to delete Rule 11.10(a)(3)(C) and does not propose to include it as part of the amended rule set. Rule 11.10(a)(3)(C) states that a description of the behavior of routable market and Limit Orders in response to the Plan is found in Rule 11.11(b)(1). The Exchange believes this provision is no longer necessary as the Exchange's procedures for handling, executing, re-pricing, and displaying orders in connection with the Plan are proposed to be described in a single rule, Rule 11.16(e), rather than multiple rules as is currently the case.

The Exchange proposes to delete Rule 11.10(a)(3)(D), which discusses the handling of orders with a Short Sale instruction<sup>14</sup> under the Plan, and replace it with Rule 11.16(e)(5)(E). The proposed rule text for Exchange Rule 11.16(e)(5)(E) is directly based on BZX and BYX Rule 11.18(e)(5)(E) and is described more fully below. The Exchange is not proposing to alter the handling of orders with a Short Sale instruction under the Plan, but rather, is proposing to relocate the text, with modifications, to Rule 11.16(e)(5)(E) as discussed below.

The Exchange proposes to delete Rule 11.10(a)(3)(E) and replace it with Rule 11.16(e)(2) thru (4). Current Rule

11.10(a)(3)(E) states that pursuant to Section IV of the Plan all Trading Centers in NMS Stocks, including those operated by Members of the Exchange, shall establish, maintain, and enforce written policies and procedures that are reasonably designed to comply with the requirements specified in Section VI of the Plan, and to comply with the Trading Pauses specified in Section VII of the Plan. The proposed rule text for Exchange Rule 11.16(e)(2) thru (4) expands upon this provision and is directly based on BZX and BYX Rule 11.18(e)(2) thru (4) described more fully below.

## Proposed Amendment to Rule 11.11

Rule 11.11 discusses the handling of orders that are to be routed to away trading centers. Paragraphs (b) thru (d) of Rule 11.11 discuss the routing of orders under the Plan. The Exchange proposes to delete Rules 11.11(b) thru (d) and replace them with Rule 11.16(e)(5)(D). The Exchange proposes to delete in its entirety Rule 11.11(b)(1) as this provision is no longer necessary as it is covered succinctly in new Rule 11.16(e)(5)(D). Rule 11.11(c), which discusses re-routing of orders under the Plan, will be moved to Rule 11.16(e)(5)(D)(i) with slight modifications. Rule 11.11(d), which discusses the operation of certain routing strategies under the Plan, will be moved to Rule 11.16(e)(5)(D)(ii) without change. Each of these changes are discussed in more detail below.

## Proposed Amendment to Rule 11.16

The Exchange is required by the Plan to establish, maintain, and enforce written policies and procedures that are reasonably designed to comply with the limit up-limit down and trading pause requirements specified in the Plan. In February 2013, the Exchange amended its Rules in connection with the implementation of the Plan.<sup>15</sup> The Exchange now proposes to incorporate the provisions discussed above into Rule 11.16(e) in order to make the Exchange's Rules identical to the corresponding rules on BZX and BYX. The proposed amendments to Rule 11.16(e) are based on BZX and BYX Rules 11.18(e). The Exchange believes that the provisions proposed below are reasonably designed to prevent executions outside the Price Bands as required by the limit up-limit down and trading pause requirements specified in the Plan.

First, the Exchange proposes to add Rule 11.16(e)(1) to provide that all capitalized terms not otherwise defined

in paragraph (e) of the Rule shall have the meanings set forth in the Plan or Exchange Rules, as applicable. The Exchange also proposes to add Rules 11.16(e)(2) thru (4) described below. These provisions are based on BZX and BYX Rules 11.18(e)(2) thru (4) and designed to replace deleted Rule 11.10(a)(3)(E), which states that the Exchange and its Members must establish policies and procedures that are reasonably designed to comply with the Plan. Specifically, the Exchange proposes to add Rule 11.16(e)(2) to provide that the Exchange is a Participant in, and subject to the applicable requirements of, the Plan, which establishes procedures to address extraordinary volatility in NMS Stocks. Further, the Exchange proposes to add Rule 11.16(e)(3) to provide that Exchange Members shall comply with the applicable provisions of the Plan. The Exchange believes the requirements of current Rule 11.10(a)(3)(E) would be sufficiently covered in proposed Rules 11.16(e)(2) and (3), which will help ensure the compliance by its Members with the provisions of the Plan as required pursuant to Section II(B) of the Plan.<sup>16</sup>

The Exchange also proposes to add Rule 11.16(e)(4) to replace deleted Rule 11.10(a)(3)(E). Rule 11.16(e)(4) would provide that the Exchange's System<sup>17</sup> shall not display or execute buy (sell) interest above (below) the Upper (Lower) Price Bands, unless such interest is specifically exempted under the Plan. The Exchange believes that this requirement is reasonably designed to help ensure the compliance with the limit up-limit down and trading pause requirements specified in the Plan by preventing executions outside the Price Bands as required pursuant to Section VI(A)(1) of the Plan.<sup>18</sup>

As mentioned above, the Exchange proposes to incorporate the provisions of current Rules 11.9(a)(8) and 11.10(a)(3)(A) and (B) within Rule 11.16(e)(5) regarding the treatment of certain trading interest on the Exchange in order to prevent executions outside the Price Bands and to comply with the Plan. The Exchange is proposing to delete Rules 11.9(a)(8) and 11.10(a)(3)(A) and (B) to include this information in Rule 11.16(e)(5) in order to adopt a consistent rule set as between the Exchange and the other BGM

<sup>16</sup> See Section II(B) of the Plan.

<sup>17</sup> The "System" is defined in Exchange Rule 1.5(cc) as "the electronic communications and trading facility designated by the Board through which securities orders of Users are consolidated for ranking, execution and, when applicable, routing away."

<sup>18</sup> See Section VI(A)(1) of the Plan.

<sup>14</sup> A "Short Sale" instruction is defined as "[a]n instruction on an order which shall have the same meaning as defined in Rule 200(a) of Regulation SHO." See Exchange Rule 11.6(o).

<sup>15</sup> See *supra* note 7 [sic].

Affiliated Exchanges. Proposed Rule 11.16(e)(5) is based on BZX and BYX Rules 11.18(e)(5).

Current Rule 11.9(a)(8) describes the priority of orders that are re-priced and displayed in accordance with the Plan. Specifically, Rule 11.9(a)(8) states that if the Upper (Lower) Price Band moves so that the price of a buy (sell) order resting on the EDGX Book would consequently be above (below) the Upper (Lower) Price Band, such order will be re-priced and displayed at a price equal to the Upper (Lower) Price Band, provided a new timestamp, and prioritized based on its existing timestamp at the time the new Price Bands are established. If an order is resting on the EDGX Book at a price equal to the Upper (Lower) Price Band, such order will not be re-priced but will be provided a new timestamp and prioritized based on its existing timestamp at the time the new Price Bands are established.

Likewise, under proposed Rule 11.16(e)(5), when re-pricing resting orders because such orders are above (below) the Upper (Lower) Price Band, the Exchange will provide new timestamps to such orders. The Exchange will also provide new timestamps to resting orders at the less aggressive price to which such orders are re-priced. Any resting interest that is re-priced pursuant to Rule 11.16(e)(5) shall maintain priority ahead of interest that was originally less aggressively priced, regardless of the original timestamps for such orders. The Exchange is not proposing to alter the priority handling of orders that are re-priced and displayed in accordance with the Plan, but rather, is proposing to adopt rule text that is identical to that of its affiliated exchanges to reduce potential confusion. While the text of current Rule 11.9(a)(8) is not identical to proposed Rule 11.16(e)(5), the Exchange proposes to adopt language identical to BZX and BYX Rules 11.18(e)(5), which it believes more clearly describes system functionality.

Current Rules 11.10(a)(3)(A) and (B) address the handling and re-pricing of orders under the Plan. Rule 11.10(a)(3)(A) discusses how an order priced within the Price Bands may be executed or posted to the EDGX Book by stating that a non-routable buy (sell) order that is entered into the System at a price less (greater) than or equal to the Upper (Lower) Price Band will be posted to the EDGX Book or executed, unless: (i) the order includes a Time-in-Force Instruction (“TIF”) of Immediate or Cancel (“IOC”) or Fill-or-Kill (“FOK”), in which case it will be cancelled if not executed; or (ii) the

User has entered instructions to cancel<sup>19</sup> the order. Rule 11.10(a)(3)(B) explains how the Exchange will re-price an order that is priced outside of the Price Bands by stating that a non-routable buy (sell) order at a price greater (less) than the Upper (Lower) Price Band will be re-priced and displayed at the price of the Upper (Lower) Price Band. If the price of the Upper (Lower) Price Band moves above (below) the non-routable buy (sell) order's displayed price, the buy (sell) order will not be adjusted further and will remain posted at the original price at which it was posted to the EDGX Book. If the Upper (Lower) Price Band crosses a non-routable buy (sell) order resting on the EDGX Book, the buy (sell) order will be re-priced to the price of the Upper (Lower) Price Band.

Likewise, proposed Rule 11.16(e)(5) discusses the re-pricing and cancellation of interest and specifically provides that the Exchange systems shall re-price and/or cancel buy (sell) interest that is priced or could be executed<sup>20</sup> above (below) the Upper (Lower) Price Band. The Exchange is not proposing to alter the handling or re-pricing of orders under the Plan, but rather, is proposing to adopt rule text that is identical to that of its affiliated exchanges to reduce potential confusion. The Exchange notes that while the format of current Rules 11.10(a)(3)(A) and (B) are not identical to that of proposed Rule 11.16(e)(5), the Exchange proposes to include the following provisions under Rule 11.16(e)(5) regarding the re-pricing or canceling of certain trading interest that are similar to BZX and BYX Rule 11.18(e)(5), which if [sic] believes continue to accurately describe system functionality and provide additional specificity, the specifics of which are described under each subsection of proposed Rule 11.16(e)(5) set forth below.

Market Orders and Orders With a TIF of IOC or FOK

Proposed Rule 11.16(e)(5)(A) would state that the System will only execute Market Orders or orders with a TIF

<sup>19</sup> Under the Cancel Back instruction, a User may instruct the System to immediately cancel the order when, if displayed by the System on the EDGX Book at the time of entry, or upon return to the System after being routed away, would create a violation of Rule 610(d) of Regulation NMS or Rule 201 of Regulation SHO, or the order cannot otherwise be executed or posted by the System to the EDGX Book at its limit price. See Exchange Rule 11.6(b).

<sup>20</sup> The Exchange notes that this includes any interest that is displayed and/or resting at a less aggressive price but executable at a more aggressive price, such as orders subject to price sliding and discretionary order types.

instruction of IOC or FOK at or within the Price Bands. If a Market Order or order with a TIF instruction of IOC or FOK cannot be fully executed at or within the Price Bands, the System shall cancel any unexecuted portion of the order without posting such order to the EDGX Book. This provision is similar to current Rule 11.10(a)(3)(A). The Rule would also state that the display of Market Orders will be handled in accordance with Rule 11.8(a)(4).

#### Limit Orders

The operation of Limit Orders under the Plan would be set forth in Rule 11.16(e)(5)(B), which would include the following provisions.

- *Orders Not Subject to Re-Pricing.* Limit Orders will be cancelled if a User has entered instructions not to use the re-pricing process set forth in Rule 11.16(e)(5) and such interest to buy (sell) is priced above (below) the Upper (Lower) Price Band.

- *Incoming Orders.* If re-pricing is permitted based on a User's instructions, both displayable and non-displayable incoming Limit Orders to buy (sell) that are priced above (below) the Upper (Lower) Price Band shall be re-priced to the Upper (Lower) Price Band.

- *Resting Orders.* The System shall re-price resting Limit Orders to buy (sell) to the Upper (Lower) Price Band if Price Bands move such that the price of resting Limit Orders to buy (sell) would be above (below) the Upper (Lower) Price Band. If the Price Bands move again and the original limit price of a displayed and re-priced Limit Order is at or within the Price Bands and a User has opted into the Exchange's optional multiple re-pricing process, as described in Rule 11.6(l), the System shall re-price such displayed limit interest to the most aggressive permissible price up to the order's limit price. All other displayed and non-displayed limit interest re-priced pursuant to paragraph (e) of Rule 11.16 will remain at its new price unless the Price Bands move such that the price of resting Limit Order to buy (sell) would again be above (below) the Upper (Lower) Price Band.

#### Orders With a Pegged Instruction<sup>21</sup>

Currently, the operation of orders with a Pegged instruction under the Plan is not specifically addressed in the Exchange's Rules. Therefore, the Exchange proposes to adopt Rule 11.16(e)(5)(C) which would state that orders with a Pegged instruction to buy

<sup>21</sup> The “Pegged” instruction is described under Rule 11.6(j).

(sell) shall peg to the specified pegging price or the Upper (Lower) Price Band, whichever is lower (higher). Rule 11.16(e)(5)(c) is similar to BZX and BYX Rules 11.18(e)(5)(C).

#### Routable Orders

The Exchange proposes to delete Rules 11.11(b) thru (d), which discuss the routing of orders under the Plan, and replace them with Rule 11.16(e)(5)(D). The Exchange is not proposing any changes to its routing functionality in connection with the implementation of the Plan. The Exchange proposes to delete in its entirety Rule 11.11(b)(1), which states when an order may be routed under the Plan, as these provisions are no longer necessary as they are covered succinctly in new Rule 11.16(e)(5)(D). Rule 11.16(e)(5)(D) would state that if routing is permitted based on a User's instructions, orders shall be routed away from the Exchange pursuant to Rule 11.11, provided that the System shall not route buy (sell) interest at a price above (below) the Upper (Lower) Price Band.<sup>22</sup> Rule 11.11(c), which discusses re-routing of orders under the Plan, will be moved to Rule 11.16(e)(5)(D)(i) with slight modifications. Current Rule 11.11(c) states that for routing strategies that access all Protected Quotations, when the Upper (Lower) Price Band adjusts such that the NBO (NBB) becomes executable, a routable buy (sell) Market or marketable Limit Order will be eligible to be re-routed by the Exchange. Likewise, Rule 11.16(e)(5)(D)(i) would state that when the Upper (Lower) Price Band adjusts such that the NBO (NBB) becomes executable, a routable buy (sell) Market or marketable Limit Order will be eligible to be re-routed by the Exchange if such order contains an Aggressive<sup>23</sup> or Super Aggressive<sup>24</sup> instruction.<sup>25</sup> Rule 11.11(d), which discusses the operation of certain routing strategies under the Plan, will be moved to Rule 11.16(e)(5)(D)(ii) without change. Rule 11.16(e)(5)(D)(ii) would state that routing strategies SWPA and SWPB (together, "SWP"), as described

<sup>22</sup> This provision shall also replace current Rule 11.10(a)(3)(C) which states that the description of the behavior of routable Market Orders and Limit Orders in response to the Plan is set forth in Rule 11.11(b)(1).

<sup>23</sup> The "Aggressive" instruction is described under Rule 11.6(n)(1).

<sup>24</sup> The "Super Aggressive" instruction is described under Rule 11.6(n)(2).

<sup>25</sup> The Exchange notes that this provision is not included in BZX or BYX Rule 11.18(e), but the Exchange believes it provides additional detail that was included in current Exchange Rule 11.11(c) that is helpful to retain in proposed Rule 11.16(e)(5)(D)(i).

in Rule 11.11(g), are eligible for routing in accordance with the Plan as follows: the System will immediately cancel orders utilizing an SWP routing strategy when an order to buy utilizing an SWP routing strategy has a limit price that is greater than the Upper Price Band or if a sell order utilizing an SWP routing strategy has a limit price that is less than the Lower Price Band. Proposed Rule 11.16(e)(5)(D)(ii) is similar to BZX and BYX Rule 11.13(a)(3)(I).<sup>26</sup>

#### Orders With a Short Sale Instruction

The Exchange proposes to replace current Rule 11.10(a)(3)(D), which discusses the handling of orders with a Short Sale instruction under the Plan, with proposed Rule 11.16(e)(5)(E). The proposed rule text for Exchange Rule 11.16(e)(5)(E) is directly based on BZX and BYX Rule 11.18(e)(5)(E). Current Rule 11.10(a)(3)(D) states that where a short sale order is entered into the System with a limit price below the Lower Price Band and a short sale price test restriction under Rule 201 of Regulation SHO is in effect, the System will re-price such order to the Lower Price Band as long as the Lower Price Band is at a Permitted Price.<sup>27</sup> When an order with a Short Sale instruction is entered into the System with a limit price above the Lower Price Band and a short sale price test restriction under Rule 201 of Regulation SHO is in effect, the System will re-price such order, if necessary, at a Permitted Price. Likewise, proposed Rule 11.16(e)(5)(E) would state that where a short sale price restriction under Rule 201 of Regulation SHO is in effect, orders with a Short Sale instruction priced below the Lower Price Band shall be re-priced to the higher of the Lower Price Band or the Permitted Price. The Exchange is not proposing to alter the handling of orders with a Short Sale instruction that under the Plan, but rather, is proposing to relocate the text, with modifications, to Rule 11.16(e)(5)(E) discussed above.

#### Other Amendments to Rule 11.16

The Exchange also proposes to relocate Rule 11.16(c), which discusses the re-opening of trading following a trading halt, to proposed Rule 11.16(e)(6), with minor modifications. Current Rule 11.16(c) states that the re-opening of trading following a trading

<sup>26</sup> The Exchange notes that its proposal to include current Rule 11.11(d) within proposed Rule 11.16(e)(5)(D)(ii), rather than within its Rule 11.11(g) which describes each of its routing strategies, differs from the location of the same provision under BZX and BYX Rule 11.13(a)(3), which describes BZX and BYX's routing strategies.

<sup>27</sup> The term "Permitted Price" is defined in Rule 11.6(k).

halt will be conducted pursuant to procedures adopted by the Exchange and communicated by notice to its Members. The Exchange recently codified its opening process, including its re-opening process follow a halt, suspension or pause, under Rule 11.7.<sup>28</sup> Therefore, with respect to the re-opening of trading following a Trading Pause, the Exchange proposes to adopt Rule 11.16(e)(6) to provide that the Exchange shall re-open the security as set forth in Rule 11.7(e), which is the Exchange's Rule describing the Exchange's re-opening process following a trading halt, suspension or pause.

The Exchange also proposes to delete Rule 11.16(d) which discusses when the Exchange may resume trading where the Primary Listing Market issues an individual stock trading pause and how individual stock trading pauses are to be handled during Phase I of the Plan. Interpretation and Policy .01 to Rule 11.16 states that the provisions of paragraph (d) of this Rule shall be in effect during a pilot set to end on the earlier of the initial date of operations of the Regulation NMS Plan to Address Extraordinary Market Volatility or February 4, 2014. Phase I of the Plan has expired and the Exchange, therefore, proposes to delete Rule 11.16(d) as well as Interpretation and Policy .01 to Rule 11.16 as they are no longer relevant.

Lastly, the Exchange proposes the following additional amendments to Rule 11.16: (i) renumber paragraph (f) as (d); (ii) delete current Rule 11.16(e) and replace it with new paragraph (f) providing that in the event of a trading halt, all orders will remain on the EDGA [sic] Book unless cancelled by the User; and (iii) adopt paragraph (g), which would state that all times referenced in Rule 11.16 shall be Eastern Time.

#### Ministerial Changes

In light of the above restructuring of the Exchange Rules, the Exchange proposes the following ministerial changes to update cross references to Rules that are to be deleted or relocated as described above:

- amend Rule 11.8(a)(4) regarding the display of Market Orders to update a cross-reference to current Rule 11.10(a)(3)(A) to proposed Rule 11.16(e)(5),
- amend Rule 11.8(d)(7) regarding the operation of MidPoint Match Orders under the Plan to update a cross-

<sup>28</sup> See Securities Exchange Act Release Nos. 73468 (October 29, 2014), 79 FR 65450 (November 4, 2014) (SR-EDGX-2014-18); and 73592 (November 13, 2014), 79 FR 68937 (November 19, 2014) (SR-EDGA-2014-20).

reference to current Rule 11.10(a)(3) to proposed Rule 11.16(e), and

- amend Rule 11.9(a)(2)(D)(ii) regarding the priority of Market Orders displayed on the EDGX Book to delete a cross-reference to current Rule 11.10(a)(3)(A).

## 2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder that are applicable to a national securities exchange, and, in particular, with the requirements of Section 6(b) of the Act.<sup>29</sup> Specifically, the proposed change is consistent with Section 6(b)(5) of the Act,<sup>30</sup> because it is designed to promote just and equitable principles of trade, to remove impediments to, and perfect the mechanism of, a free and open market and a national market system, and, in general, to protect investors and the public interest. The Exchange does not propose to alter its current system functionality with regard to compliance with the Plan set forth under current Exchange Rules. Rather, the proposed rule change is designed to provide a consistent rule set across each of the BGM Affiliated Exchanges. As mentioned above, the proposed rule changes, combined with the planned filing for EDGA,<sup>31</sup> would allow the BGM Affiliated Exchanges to provide a consistent set of rules as it relates to the compliance with the Plan across each of the BGM Affiliated Exchanges. Consistent rules, in turn, will simplify the regulatory requirements for Members of the Exchange that are also participants on EDGA, BZX and/or BYX. The proposed rule change would provide greater harmonization between rules of similar purpose on the BGM Affiliated Exchanges, resulting in greater uniformity and less burdensome and more efficient regulatory compliance and understanding of Exchange Rules. As such, the proposed rule change would foster cooperation and coordination with persons engaged in facilitating transactions in securities and would remove impediments to and perfect the mechanism of a free and open market and a national market system. Similarly, the Exchange also believes that, by harmonizing the rules and across each BGM Affiliated Exchange with respect to the Plan, the proposal will enhance the Exchange's ability to fairly and efficiently regulate its Members, meaning that the proposed

rule change is equitable and will promote fairness in the market place.

Finally, the proposal to remove the references to individual stock trading pauses promotes just and equitable principles of trade and removes impediments to, and perfects the mechanism of, a free and open market and a national market system. By eliminating the reference to trading pauses outside the scope of the Plan in its rules, the Exchange will help to alleviate any potential confusion with respect to such pauses, particularly in light of the implementation of the Plan. The proposed rule change is also consistent with Section 11A(a)(1) of the Act<sup>32</sup> in that it seeks to assure fair competition among brokers and dealers and exchange markets.

Finally, the Exchange believes that the non-substantive, ministerial changes discussed above will contribute to the protection of investors and the public interest by helping to avoid confusion with respect to Exchange Rules.

### *B. Self-Regulatory Organization's Statement on Burden on Competition*

The Exchange does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the act. To the contrary, allowing the Exchange to implement substantively identical rules across each of the BGM Affiliated Exchanges regarding the Plan does not present any competitive issues, but rather is designed to provide greater harmonization among Exchange, BYX, BZX, and EDGA rules of similar purpose. The proposed rule change should, therefore, resulting in less burdensome and more efficient regulatory compliance and understanding of Exchange Rules for common members of the BGM Affiliated Exchanges and an enhanced ability of the BGM Affiliated Exchanges to fairly and efficiently regulate Members, which will further enhance competition.

### *C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received From Members, Participants, or Others*

The Exchange has neither solicited nor received written comments on the proposed rule change.

### **III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action**

Because the foregoing proposed rule change does not: (i) Significantly affect the protection of investors or the public

interest; (ii) impose any significant burden on competition; and (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A)(iii) of the Act<sup>33</sup> and subparagraph (f)(6) of Rule 19b-4 thereunder.<sup>34</sup>

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is: (i) Necessary or appropriate in the public interest; (ii) for the protection of investors; or (iii) otherwise in furtherance of the purposes of the Act. If the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule should be approved or disapproved.

## **IV. Solicitation of Comments**

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

### *Electronic Comments*

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an email to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number SR-EDGX-2015-15 on the subject line.

### *Paper Comments*

- Send paper comments in triplicate to Secretary, Securities and Exchange Commission, 100 F Street NE., Washington, DC 20549-1090.

All submissions should refer to File Number SR-EDGX-2015-15. This file number should be included on the subject line if email is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written

<sup>33</sup> 15 U.S.C. 78s(b)(3)(a)(iii).

<sup>34</sup> 17 CFR 240.19b-4(f)(6). In addition, Rule 19b-4(f)(6) requires a self-regulatory organization to give the Commission written notice of its intent to file the proposed rule change at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission. The Exchange has satisfied this requirement.

<sup>29</sup> 15 U.S.C. 78f(b).

<sup>30</sup> 15 U.S.C. 78f(b)(5).

<sup>31</sup> See supra note 8 [sic].

<sup>32</sup> 15 U.S.C. 78k-1(a)(1).

communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for Web site viewing and printing in the Commission's Public Reference Room, 100 F Street NE., Washington, DC 20549 on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of such filing also will be available for inspection and copying at the principal office of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-EDGX-2015-15, and should be submitted on or before May 4, 2015.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>35</sup>

**Brent J. Fields,**  
Secretary.

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## SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-74669; File No. SR-CBOE-2015-038]

### Self-Regulatory Organizations; Chicago Board Options Exchange, Incorporated; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change To Amend the Fees Schedule

April 7, 2015.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the "Act"),<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on April 1, 2015, Chicago Board Options Exchange, Incorporated (the "Exchange" or "CBOE") filed with the Securities and Exchange Commission (the "Commission") the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the Exchange. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

#### I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

The Exchange proposes to amend its Fees Schedule. The text of the proposed rule change is available on the Exchange's Web site (<http://www.cboe.com/AboutCBOE/CBOELegalRegulatoryHome.aspx>), at the Exchange's Office of the Secretary, and at the Commission's Public Reference Room.

#### II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the Exchange included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

##### A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

###### 1. Purpose

The Exchange proposes to amend its Fees Schedule, effective April 1, 2015. Specifically, the Exchange proposes to amend the Complex Order Book ("COB") Taker Surcharge. By way of background, the COB Taker Surcharge is a \$0.05 per contract per side surcharge for non-customer complex order executions that take liquidity from the COB in all underlying classes except OEX, XEO, SPX (including SPXW), SPXpm, SRO, VIX, VXST, Volatility Indexes and binary options ("Underlying Symbol List A"<sup>3</sup>) and mini-options. Additionally, the COB Taker Surcharge is not assessed on non-customer complex order executions in the Complex Order Auction ("COA"), the Automated Aim Mechanism ("AIM"), orders originating from a Floor Broker PAR, or electronic executions against single leg markets. The Exchange proposes to exclude from the COB Taker Surcharge, stock-option order executions. Eliminating the surcharge for stock-option orders will allow Trading Permit Holders ("TPHs") who engage in stock-option order executions the opportunity to pay lower

fees for such transactions and provide greater incentives for such trading.

###### 2. Statutory Basis

The Exchange believes the proposed rule change is consistent with the Securities Exchange Act of 1934 (the "Act") and the rules and regulations thereunder applicable to the Exchange and, in particular, the requirements of Section 6(b) of the Act.<sup>4</sup> Specifically, the Exchange believes the proposed rule change is consistent with the Section 6(b)(5)<sup>5</sup> requirements that the rules of an exchange be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to, and facilitation transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, to protect investors and the public interest. Additionally, the Exchange believes the proposed rule change is consistent with Section 6(b)(4) of the Act,<sup>6</sup> which requires that Exchange rules provide for the equitable allocation of reasonable dues, fees, and other charges among its Trading Permit Holders and other persons using its facilities.

The Exchange believes that the proposal to exclude from the COB Taker Surcharge stock-option orders is reasonable because it will allow TPHs who engage in stock-option order trading the opportunity to pay lower fees for such transactions. It is equitable and not unfairly discriminatory because it is applied to all TPHs equally. Additionally, the Exchange believes the proposed change is designed to attract greater stock-option order flow to the Exchange. This would bring greater liquidity to the market, which benefits all market participants.

##### B. Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposed rule changes will impose any burden on competition that are not necessary or appropriate in furtherance of the purposes of the Act. The Exchange does not believe that the proposed rule change will impose any burden on intramarket competition that is not necessary or appropriate in furtherance of the purposes of the Act because the proposed change applies to all TPHs. The Exchange does not believe

<sup>35</sup> 17 CFR 200.30-3(a)(12).

<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

<sup>3</sup> As of April 1, 2015, Underlying Symbol List A will also include the Russell 2000 Index ("RUT").

<sup>4</sup> 15 U.S.C. 78f(b).

<sup>5</sup> 15 U.S.C. 78f(b)(5).

<sup>6</sup> 15 U.S.C. 78f(b)(4).